From: Bob Cook

Sent: Friday, December 11, 2015 6:32 PM UTC

To: Alex Choi; Matthew Ng

Subject: Fw: URGENT

These are fair requests from ROAM. First we should officially notify them that we are not approving to assign the agreement to ING. This does not mean will will not continue to sell to them just not under the current agreement conditions. ING is a competitor and we need to protect our interests. In a new agreement we should not agree to any exclusivity. Response to:

- 1. Not aware of any NAB agreement we would be interfering with, we did not solicit NAB they came to us.
- 2. Yes
- 3. Notify them we are not approving assignment of the agreement to ING and consider this notification of cancellation.

From: David SZCZEPANSKI < David.SZCZEPANSKI@ingenico.com>

Sent: Friday, December 11, 2015 10:03 AM

To: Alex Choi; Bob Cook; Ben Lo

Cc: Thierry DENIS; Cdismukes@roamdata.com; Ward Hewins

Subject: RE: URGENT

Dear Alex.

Thank you for your prompt response, and ROAM Data appreciates that this may be a misunderstanding at the BBPOS headquarters level.

Nevertheless, ROAM Data urgently requires the following assurances from BBPOS:

- Please confirm that BBPOS will instruct its US sales force to cease and desist from interfering with ROAM Data's contractual relationship with North American Bancard, LLC ("NAB") or any other ROAM Data customers
- 2. Please confirm that BBPOS will fulfill ROAM Data's order for the MSRs destined for NAB
- 3. Please confirm that BBPOS will respect the exclusivity provisions of the May 4, 2010 Engineering Development and License Agreement between ROAM Data and BBPOS and will not sell any MSR devices directly to ROAM customers, including NAB

ROAM Data requires clear and unambiguous written assurances on each of these topics by the end of the business day (ET) on <u>Tuesday</u>, <u>December 15</u>, <u>2015</u>.

In the interim, if you wish to discuss this important matter with me, please call me at the number below.

I look forward to receiving a prompt and definitive response from you that will resolve this serious matter to ROAM Data's satisfaction.

Best regards,

David

David SZCZEPANSKI

COO - Mobile Solutions

280 Summer Street, Lobby Level, Boston, MA 02210 - USA (T) + 1 678-456-1229 / (M) +1 678-906-3104 www.ingenico.com

Ingenico Group - Global leader in seamless payment

www.ingenico.com

Ingenico Group is the global leader in seamless payment, providing smart, trusted and secure solutions to empower commerce across all channels, in-store, online and ...



From: Alex Choi [mailto:alexchoi@bbpos.com] **Sent:** Thursday, December 10, 2015 11:07 PM

To: David SZCZEPANSKI <David.SZCZEPANSKI@ingenico.com>; Bob Cook <bob.cook@bbpos.com>

Cc: Ben Lo <ben.lo@bbpos.com>; Thierry DENIS <Thierry.DENIS@ingenico.com>;

Cdismukes@roamdata.com

Subject: RE: URGENT

David,

I feel this is more of misunderstanding on both sides. In order to clarify the issue I have copied our Finance Director so that he can get a better understanding.

Regards,

Alex Choi Y W

Chief Executive Officer BBPOS Group Suite 1602, Tower 2, Nina Tower 8 Yeung Uk Road, Tsuen Wan New Territory Hong Kong

T: +852 3158 2585 F: +852 3158 2586 From: David SZCZEPANSKI [mailto:David.SZCZEPANSKI@ingenico.com]

Sent: Thursday, 10 December 2015 11:49 PM

To: Bob Cook < bob.cook@bbpos.com >

Cc: Ben Lo <ben.lo@bbpos.com>; Thierry DENIS < Thierry.DENIS@ingenico.com;

Cdismukes@roamdata.com; Alex Choi <alexchoi@bbpos.com>

Subject: URGENT

Dear Bob.

This Email will confirm the conversation you had earlier yesterday with Chris

You indicated that (a) BBPOS has accepted an order for ROAM-type MSR devices directly from ROAM Data's longtime client, North American Bancard, LLC ("NAB"), and (b) BBPOS and NAB have openly discussed NAB's cancellation of an order for MSR devices that NAB recently placed with ROAM Data that is scheduled to be fulfilled by BBPOS prior to year end. NAB has separately contacted ROAM Data to cancel its PO with ROAM Data for such devices, and BBPOS has specifically requested that ROAM Data permit NAB to cancel that PO so that BBPOS can fulfill the order it received directly from NAB.

As you are well aware, ROAM Data has an exclusive license from BBPOS to sell MSR devices manufactured by BBPOS pursuant to the May 4, 2010 Engineering Development and License Agreement (as amended, the "BBPOS Agreement").

To reiterate the points we made during our call, please be advised as follows:

- 1. BBPOS is hereby directed to cease and desist from interfering with ROAM Data's contractual relationship with NAB or any other ROAM Data customers, including by inducing or encouraging NAB to terminate or cancel the PO that NAB placed with ROAM Data
- 2. If BBPOS sells ROAM-type MSRs directly to NAB, then BBPOS will be in breach of the BBPOS Agreement, including, without limitation, the exclusivity provisions of the BBPOS Agreement and BBPOS' covenants and undertakings not to (x) use or sell to third parties any of the products made by BBPOS for ROAM Data or any products similar to or based upon such products; and/or (y) grant any other person the right to use or sell any such products or any products similar to or based upon such products
- 3. If BBPOS breaches the BBPOS Agreement, then ROAM will consider availing itself of all legal remedies at its disposal, both under the BBPOS Agreement and at law, and ROAM Data will hold BBPOS accountable for all damages sustained by ROAM Data based upon or arising from BBPOS' breaches

ROAM Data and BBPOS have enjoyed a long and mutually beneficial commercial relationship, and ROAM Data urges BBPOS to carefully consider the consequences of an intentional breach by BBPOS of ROAM Data's exclusivity rights under the BBPOS Agreement.

Please confirm by return e-mail that BBPOS will fulfill ROAM Data's order for the MSRs destined for NAB and that, consistent with the terms of our agreement, BBPOS will not sell MSRs directly or indirectly to NAB, any other ROAM Data customers or any other third parties.

I look forward to your prompt response.

Best regards, David

David SZCZEPANSKI

COO - Mobile Solutions

280 Summer Street, Lobby Level, Boston, MA 02210 - USA **(T)** + 1 678-456-1229 / **(M)** +1 678-906-3104 www.ingenico.com

